

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re TELETECH HOLDINGS, INC.
LITIGATION

Master File No. 1:08-cv-00913-LTS

CLASS ACTION

This Document Relates To:

ALL ACTIONS.

**STIPULATION AND PROPOSED ORDER
REGARDING THE FILING OF AN AMENDED COMPLAINT
AND RESPONSES THERETO**

WHEREAS, pursuant to the Court's Order, dated June 27, 2008, the following pleading schedule is currently in place: (i) Plaintiffs shall file a consolidated amended complaint by August 1, 2008; (ii) Defendants shall move or otherwise respond to the consolidated amended complaint within sixty days thereafter; (iii) Plaintiff shall file any opposition within sixty days thereafter; and (iv) Defendants shall file any reply within forty-five days thereafter; and

WHEREAS, on July 16, 2008, Defendant TeleTech Holdings, Inc., filed with the United States Securities and Exchange Commission a Form 10-K that, among other things, contained restated financial statements for the period of 1996 through August 2007, relating to the issues in this case; and

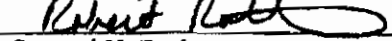
WHEREAS, based on the foregoing, the parties have agreed to an extension of the current schedule; and

WHEREAS no prior extensions have been sought or granted in this consolidated action;

IT IS HEREBY STIPULATED AND AGREED, subject to the Court's approval, as follows:

1. The Plaintiff shall file a consolidated amended complaint by September 1, 2008;
2. If any Defendant has not yet been served with the complaint filed on January 25, 2008, counsel for such Defendant will accept service of the consolidated amended complaint on behalf of that Defendant;
3. Defendants TeleTech Holdings, Inc., John R. Troka, Ruth C. Lipper, Shirley Young, William A. Linnenbringer, James E. Barlett, Shrikant Mehta, Kenneth D. Tuchman, Citigroup Global Markets, Inc., Morgan Stanley & Co., Inc., Merrill Lynch & Co., Credit Suisse and Ernst & Young LLP (the "Defendants") shall answer, move or otherwise respond to the consolidated amended complaint within sixty days after the date of the filing of the consolidated amended complaint;
4. The Plaintiff shall file an opposition to a motion directed to the consolidated amended complaint (the "Opposition") within sixty days after the date of the filing of any such motion; and
5. Defendants shall file a reply to the Opposition within forty-five days after the date of the filing of the Opposition.

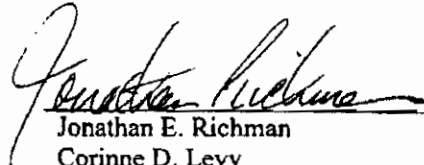
Dated: July 28, 2008



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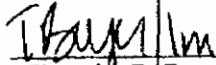
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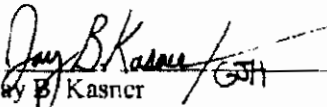
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ORDER

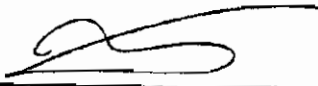
IT IS SO ORDERED.

DATED: _____

THE HONORABLE LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE

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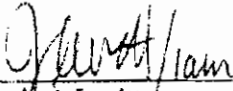
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THE HONORABLE LAURA TAYLOR SWAIN
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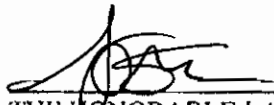
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ORDER

IT IS SO ORDERED.

DATED: 8/11/08



THE HONORABLE LAURA TAYLOR SWAIN
UNITED STATES DISTRICT JUDGE